

CERTIFIED COPY OF THE MINUTES OF THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAGRAN PRAKASHAN LIMITED HELD ON FRIDAY THE 28TH DAY OF SEPTEMBER, 2012 AT 12:00 NOON AT JALSAA BANQUET HALL, 4TH FLOOR, RAVE@MOTI MALL, 117/K/13, GUTAIYA, KANPUR

PRESENT:

Mr. Mahendra Mohan Gupta	: Chairman and Managing Director
Mr. Sanjay Gupta	: Whole Time Director & CEO
Mr. Sunil Gupta	: Whole Time Director
Mr. Shailesh Gupta	: Whole Time Director
Mr. Vijay Tandon	: Independent Director & Chairman of the Audit Committee
Mr. Devendra Mohan Gupta	: Director
Mr. Shailendra Mohan Gupta	: Director
Mr. R.K. Agarwal	: Chief Financial Officer
Mr. Amit Jaiswal	: Company Secretary

The Secretary informed that 43 Members are present in person including 3 corporate representatives (representing approximately 62% of the total share capital) and 76 members represented by proxies (representing approximately 18.59% of the total share capital). The Chairman thereafter, ascertaining that the requisite quorum is present, called the meeting to order.

The Secretary also informed the members that the Register of Directors' Shareholding, Proxy Register and other registers/ documents as required under provisions of Companies Act,1956 were available for inspection by the members and could be inspected, if any member desires.

The Chairman welcomed the members present, proxies and special invitees in the 36th Annual General Meeting of the Company.

The Chairman briefed about the performance and achievements of the company and thereafter took up agenda items.

With the consent of the members, the notice calling the 36th Annual General Meeting, Annual Accounts and the Board Report, having already been circulated to the members, were taken as read.

The Auditors Report which had also been already circulated to the members was read by the Company Secretary.

ITEM NO. 1: ADOPTION OF ANNUAL ACCOUNTS:

Mr. Narendra Kumar Gupta proposed and Mr. Sita Ram Gupta seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT the Balance Sheet as at 31st March, 2012, and the Profit & Loss Account for the year ended on that date together with the Directors Report and Auditors Report thereon be and are hereby approved and adopted.”



Before the resolution was put to vote, the Chairman invited the members for comments to seek clarifications, if any, on the Annual Accounts. Queries received from the shareholders, were replied satisfactorily.

The Chairman put the resolution to vote and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.

ITEM NO. 2: RE-APPOINTMENT OF MR. BHARATJI AGRAWAL AS DIRECTOR:

Mr. Shailendra Mohan Gupta proposed and Mrs. Sarbani Bhatia seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT Mr. Bharatji Agrawal, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

The Chairman put the resolution to vote, and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.

ITEM NO. 3: RE-APPOINTMENT OF MR. DEVENDRA MOHAN GUPTA AS DIRECTOR:

Mr. Manish Gupta proposed and Mr. Praveen Kumar Gupta seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT Mr. Devendra Mohan Gupta, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

The Chairman put the resolution to vote, and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.

ITEM NO. 4: RE-APPOINTMENT OF MR. KISHORE BIYANI AS DIRECTOR:

Mr. Kishore Kumar Awasthi proposed and Mr. Devendra Mohan Gupta seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT Mr. Kishore Biyani, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

The Chairman put the resolution to vote, and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.

ITEM NO. 5: RE-APPOINTMENT OF MR. SUNIL GUPTA AS DIRECTOR:

Mr. Rajiv Kumar Garg proposed and Mr. Alok Sanwal seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT Mr. Sunil Gupta, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”



The Chairman put the resolution to vote, and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.

ITEM NO. 6: RE-APPOINTMENT OF MR. VIKRAM BAKSHI AS DIRECTOR:

Mr. Sanjeev Agnihotri proposed and Mr. Shailendra Mohan Gupta seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT Mr. Vikram Bakshi, Director of the company, who retires by rotation and being eligible for reappointment, be and is hereby appointed as a Director of the company.”

The Chairman put the resolution to vote, and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.

ITEM NO. 7: DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2011-2012:

Mr. Alok Sanwal proposed and Mr. Manish Gupta seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the recommendation of the Directors, dividend at the rate of Rs. 3.50 per share on 31,62,67,857 equity shares of Rs. 2 each for the financial year ended 31st March, 2012 total aggregating to approximately Rs. 110.69 crores, be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appeared on the Company’s register of members on book closure date.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts, deeds, things, matters necessary or incidental thereto.”

The Chairman put the resolution to vote, and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.

ITEM NO. 8: RE-APPOINTMENT OF THE STATUTORY AUDITORS:

Mr. Anil Kothiwala proposed and Mr. Bhanwar Lal Kothiwala seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT M/s. Price Waterhouse, Chartered Accountants, the Auditors of the Company, retiring at the conclusion of the Annual General Meeting, being eligible and offering themselves for re-appointment be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company on the remuneration to be decided by the Board of Directors and actual out of pocket expenses.”

The Chairman put the resolution to vote, and on show of hands, declared the resolution as having been passed unanimously as an Ordinary resolution.



ITEM NO. 9: APPOINTMENT OF MR. AKHILESH KRISHNA GUPTA AS DIRECTOR:

Mrs. Sarbani Bhatia proposed and Mr. Sameer Gupta seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT Mr. Akhilesh Krishna Gupta who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 22, 2011 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice, in writing, from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director, liable to retire by rotation.”

The Chairman put the resolution to vote, and on the show of hands, declared the resolution as having been passed unanimously as an Ordinary Resolution.

ITEM NO. 10: APPOINTMENT OF MR. AMIT DIXIT AS DIRECTOR:

Mr. Kishore Kumar Awasthi proposed and Mr. Devendra Mohan Gupta seconded the following resolution as an Ordinary resolution:

“RESOLVED THAT Mr. Amit Dixit who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 22, 2011 and who holds office upto the date of the ensuing Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 (“the Act”) and in respect of whom the Company has received a notice, in writing, from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director, liable to retire by rotation.”

The Chairman put the resolution to vote, and on the show of hands, declared the resolution as having been passed unanimously as an Ordinary Resolution.

There being no other business to transact, the Chairman declared the meeting as concluded.

**Certified to be true copy
For Jagran Prakashan Limited**


**(AMIT JAISWAL)
Company Secretary**

